

EXHIBIT 3



REMINDER AND ACKNOWLEDGEMENT OF CONFIDENTIALITY OBLIGATIONS

Odgers Berndtson LLC (“Odgers”) is providing you with this reminder of your existing confidentiality obligations and asks that you acknowledge receipt and review of this document. Your existing confidentiality obligations are found in the “offer letter” given to you upon the initiation of your relationship with Odgers in a paragraph typically titled “Nondisclosure of information regarding business.”

Odgers has acquired, maintains, and protects information that is not known publicly or readily available in the marketplace relating to its business, its personnel, clients and candidates which it regards as “Confidential Information,” and/or as “Trade Secrets.” “Confidential Information” means all information not readily or otherwise available to the public, regardless of where, or the manner in which, it is stored or kept, that relates to the business of Odgers (including the identity of its chosen AI search platform vendor/partners) and its clients and candidates for which reasonable efforts are made to ensure their confidentiality. Confidential Information (such as all forms and types of financial, business, scientific, technical, economic, or engineering information, including patterns, plans, compilations, program devices, formulas, designs, prototypes, methods, techniques, processes, procedures, programs, or codes, whether tangible or intangible, and whether or how stored, compiled, or memorialized physically, electronically, graphically, photographically, or in writing) for which reasonable measures are taken to protect the information from disclosure and which derive independent economic value from not being generally known are referred to as “Trade Secrets.”

Maintaining the confidentiality of Odgers Confidential Information and Trade Secrets is critical to Odgers’ success and advantage.

As set forth in the email from Steve Potter dated February 3, 2020, sent on or about 2:29 PM EST, Odgers will be rolling out a “cutting-edge, AI enabled, new platform that will modernize search operations and enable new data-driven products” for Odgers use with clients. Odgers is asking that you treat the information concerning the new platform as both Confidential Information and Trade Secrets and take special care not to discuss this initiative nor any of its aspects or particulars including the name of our software/AI partner outside of Odgers generally and specifically with any other executive search firms.

Your signature below shall serve as your confirmation that you will treat the new Odgers AI enabled platform, its functionality or any details about it as both Confidential Information and Trade Secrets and not disclose it in advance of any public statement by Odgers except as permitted by law. Please note that federal law sets forth that an individual shall not be held criminally or



civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that is made in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and is (i) solely for the purpose of reporting or investigating a suspected violation of law; or (ii) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Further, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the Trade Secret to the attorney of the individual and use the Trade Secret information in the court proceeding, if the individual (iii) files any document containing the Trade Secret under seal; and (iv) does not disclose the Trade Secret, except pursuant to court order.

YOUR SIGNATURE BELOW CONFIRMS YOUR RECEIPT OF AND
ACKNOWLEDGEMENT OF YOUR EXISTING CONFIDENTIALITY OBLIGATIONS AND
THOSE CONTAINED HEREIN

Javier O'Neil

EMPLOYEE NAME

DocuSigned by:

03856E00BAF2439
EMPLOYEE SIGNATURE

2/17/2020